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A. ALAN MANNING

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KAREN B. MANNING

ADMITTED IN:
FLORIDA
CALIFORNIA (inactive)

P98000043775
May 11, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200002519902--5
-05/12/98--01031--013
***122.50 ***122.50

Re: Tilley and Associates, Inc.

Ladies and Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for Tilley and Associates, Inc., together with a check in the amount of \$122.50. The check represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation, and Fee for Registered Agent Designation.

Please return the Certified Copy to:

A. Alan Manning, Esq.
Manning & Manning
200 East Government Street, Suite 210
Pensacola, Florida 32501

If you have any questions, please do not hesitate to call me.

Very truly yours,



A. Alan Manning
for MANNING & MANNING

FILED
98 MAY 12 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

985-14-98

ARTICLES OF INCORPORATION
OF
TILLEY AND ASSOCIATES, INC.

FILED
98 MAY 12 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is TILLEY AND ASSOCIATES, INC.

ARTICLE II - DURATION

This corporation shall have a perpetual existence, commencing on the date of filing with the Department of State.

ARTICLE III - PURPOSE

The corporation is organized for the purposes of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 2,500 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation in the State of Florida is 3903 India Cove, Gulf Breeze, Florida 32561. The name of the initial registered agent for the corporation at that address is Kevin Tilley. The principal office of the corporation shall be 3903 India Cove, Gulf Breeze, Florida 32561.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is one (1). The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial director of this corporation is:

Kevin Tilley
3903 India Cove
Gulf Breeze, Florida 32561

ARTICLE VII - INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is:

Kevin Tilley
3903 India Cove
Gulf Breeze, Florida 32561

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend, or repeal bylaws of this corporation shall be vested in the Board of Directors and the shareholders.

ARTICLE IX


The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 11th day of May, 1998.


Kevin Tilley

ACCEPTANCE BY REGISTERED AGENT

②
The undersigned hereby accepts the appointment of Registered Agent of
TILLEY AND ASSOCIATES, INC., which is contained in the foregoing Articles of
Incorporation. The undersigned is familiar with, and accepts, the obligations provided for
in Section 607.325 of the Florida Statutes.


Kevin Tilley

FILED

98 MAY 12 PM 2:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA